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OF COUNSEL
URBAN A. LESTER

June 17, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 15276-A FILED

JUN 17 '02 1-39 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Complete Termination and Release of Security Interests dated as of June 13, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Conditional Sale Agreement which was previously filed with the Commission under Recordation Number 15276.

The names and addresses of the parties to the enclosed document are:

Secured Party: J.P. Morgan Trust
Company, National Association
(successor in interest to
First Pennsylvania Bank, N.A.)
1650 Market Street
Philadelphia, PA 19102

Company: Union Pacific Railroad Company
(successor in interest to
Southern Pacific Transportation
Company)
1416 Dodge Street
Omaha, NE 68179

Mr. Vernon A. Williams
June 17, 2002
Page Two

A description of the railroad equipment covered by the enclosed document is:

60 locomotives SP 8000 – SP 8039 and SP 9600 – SP 9619

A short summary of the document to appear in the index follows:

Complete Termination and Release of Security Interests

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

**COMPLETE TERMINATION AND RELEASE
OF SECURITY INTERESTS**

RECORDATION NO.

15276-A
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1-39 PM

WITNESSETH

SURFACE TRANSPORTATION BOARD

WHEREAS, by Conditional Sale Agreement, dated as of June 1, 1987 (the "CSA"), General Motors Corporation (Electro-Motive Division) ("GM-EMD") and General Electric Company ("GE") agreed to construct and sell to Southern Pacific Transportation Company ("Southern Pacific"), certain railroad equipment described in Schedule A attached hereto ("Equipment");

WHEREAS, by Agreement and Assignment, dated as of June 1, 1987 (the "Assignment"), GM-EMD and GE assigned their interests in the CSA to First Pennsylvania Bank, N.A. ("FPB"), as Agent ("Agent"), on behalf of certain institutional investors;

WHEREAS the CSA and the Assignment, were duly filed and recorded with the Interstate Commerce Commission on July 29, 1987 at 4:05 p.m. and were assigned Recordation Number 15276;

WHEREAS, J.P. Morgan Trust Company, National Association ("J.P. Morgan") has succeeded to the interests of FPB;

WHEREAS, Union Pacific Railroad Company ("Union Pacific") has succeeded to the interests of Southern Pacific; and

WHEREAS, this Instrument is executed to evidence for the public record the satisfaction and release of all the rights and obligations of the parties under the CSA and the Assignment;

NOW THEREFORE, in consideration of the premises, J.P. Morgan, as successor to FPB, Agent, does hereby acknowledge and confirm: (i) the full and complete satisfaction of all obligations under the CSA and the Assignment; (ii) the release of all rights, obligations, and security interests in the Equipment, whether arising under the CSA and the Assignment, or any other instruments executed pursuant thereto; and (iii) the reassignment to Union Pacific all of the rights, title and interests of Agent in the Equipment;

This instrument is to be filed and recorded with the Surface Transportation Board pursuant to the provisions of 49 U.S.C. Section 11301.

IN WITNESS WHEREOF, J.P. Morgan has executed this Instrument as of the 13th
day of June, 2002.

J.P. MORGAN TRUST COMPANY,
NATIONAL ASSOCIATION

By: Catherine Lenhardt

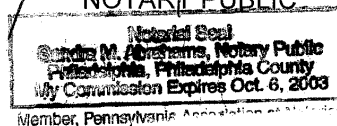
Name: Catherine Lenhardt

Title: Vice President

STATE OF Pennsylvania)
COUNTY OF Philadelphia) ss:

On this 13th day of June, 2002, before me, a notary public in and
for the county and state aforesaid, personally appeared Catherine Lenhardt,
to me personally known, who, being by me duly sworn, says that he/she is a Vice President
of J.P. Morgan Trust Company, National Association, that the said instrument was signed
on behalf of said corporation by authority of its Board of Directors, and he/she acknow-
ledged that the execution of the foregoing instrument was the free act and deed of
the corporation.

Sandra M. Abrahams
NOTARY PUBLIC



My commission expires:

SCHEDULE A

40 General Electric Locomotives
SP 8000 – SP 8039

20 General Motors Locomotives
SP 9600 –SP 9619